GuocoLand Limited

Company Registration Number: 197600660W
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 50th Annual General Meeting ("**AGM**") of GuocoLand Limited (the "**Company**") will be held in a wholly physical format, at Wallich Ballroom, Level 5, Sofitel Singapore City Centre, 9 Wallich Street, Singapore 078885 on Thursday, 22 October 2026 at 2.30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To lay before the 50th AGM, the Directors' Statement, Audited Financial Statements and the Auditors' Report for the financial year ended 30 June 2026.

2. To declare first and final dividend of 8 cents per ordinary share for the financial year ended 30 June 2026. **Resolution 1**

3. To approve payment of Director fees of S$561,000 for the financial year ended 30 June 2026 (2025: S$561,000). **Resolution 2**

4. To re-elect the following Directors, who are retiring by rotation pursuant to Article 109 of the Constitution of the Company and who, being eligible, offer themselves for re-election:

   (a) Mr Quek Kon Sean **Resolution 3**

   (b) Ms Sharon Wee Hsu Oon **Resolution 4**

   (c) Ms Christine Fellowes **Resolution 5**

5. To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without any modification the following Ordinary Resolutions:

6. Renewal of Share Issue Mandate **Resolution 7**

   That pursuant to Section 161 of the Companies Act 1967 of Singapore ("**Companies Act**") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

   (a) (i) issue shares of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

   (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Shares,

   at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

   (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

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provided that:

(1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50%) of the total number of issued Shares, excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed ten per cent. (10%) of the total number of issued Shares, excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares, excluding treasury shares and subsidiary holdings, at the time this Resolution is passed, after adjusting for:

(i) any new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and

(ii) any subsequent bonus issue, consolidation or subdivision of Shares,

and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

(4) unless varied or revoked by the Company in a general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

7. Renewal of Share Purchase Mandate **Resolution 8**

That:

(a) for the purposes of Sections 76C and 76E of the Companies Act 1967 (“**Companies Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire shares of the Company (“**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

(i) on-market purchases (each a “**Market Purchase**”) on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”); and/or

(ii) off-market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("**Share Purchase Mandate**");

(b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

(i) the date on which the next annual general meeting of the Company is held or required by law to be held; or

(ii) the date on which the purchases of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

(c) in this Resolution:

"**Prescribed Limit**" means that number of Shares representing ten per cent. (10%) of the issued Shares as at the date of the passing of this Resolution, excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST); and

"**Maximum Price**" in relation to a Share to be purchased, means an amount (excluding brokerage, applicable goods and services tax, stamp duty and other related expenses) not exceeding:

(i) in the case of a Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the last five (5) market days, on which transactions in the Shares were recorded, before the day on which the Market Purchase is made by the Company, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) market days period and the day on which the purchases are made; and

(ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, twenty per cent. (20%) above the average of the closing market prices of the Shares over the five (5) market days, on which transactions in the Shares were recorded, before the day on which the Company announces its intention to make an offer for an Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) market days period and the day on which the offer is made, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

(d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

By Order of the Board

Ng Chooi Peng
Group Company Secretary

Singapore
23 September 2026

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Explanatory Notes to the Notice of the 50th AGM:

Resolution 1 – is to declare first and final dividend of 8 cents per ordinary share for the financial year ended 30 June 2026. The proposed dividend, if approved, will be paid on 18 November 2026.

Resolution 2 – is to approve payment of Director fees of S$561,000 for the financial year ended 30 June 2026, for services rendered by the Independent Non-Executive Directors. More information is set out under "**Corporate Governance**" in the Company's Annual Report 2026. The Director fees will only be paid upon approval by the shareholders at the 50th AGM.

Resolution 3 – Mr Quek Kon Sean is due to retire from office by rotation at the 50th AGM and being eligible, Mr Quek has offered himself for re-election. Upon re-election as Director of the Company, Mr Quek will remain as a member of the Board. He is considered as a Non-Independent Non-Executive Director.

Resolution 4 – Ms Sharon Wee Hsu Oon is due to retire from office by rotation at the 50th AGM and being eligible, Ms Wee has offered herself for re-election. Upon re-election as Director of the Company, Ms Wee will remain as a member of the Board. She is considered as an Independent Non-Executive Director.

Resolution 5 – Ms Christine Fellowes is due to retire from office by rotation at the 50th AGM and being eligible, Ms Fellowes has offered herself for re-election. Upon re-election as Director of the Company, Ms Fellowes will remain as a member of the Board. She is considered as an Independent Non-Executive Director.

More information (including information set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST) on Mr Quek Kon Sean, Ms Sharon Wee Hsu Oon and Ms Christine Fellowes who are proposed for re-election at the 50th AGM, can be found under the "**Board of Directors**" and "**Additional Information On Directors Seeking Re-Election At The Annual General Meeting**" in the Company's Annual Report 2026.

Resolution 6 – is to re-appoint KPMG LLP, as the Company's Auditors and to authorise the Directors to fix their remuneration. The Company has complied with Rule 713(1) of the Listing Manual of the SGX-ST by ensuring that the audit partner is not in charge of more than 5 consecutive full financial years of audits. The current audit partner, Ms Chiu Sok Hua was appointed since financial year ended 30 June 2023.

Resolution 7 – is to empower the Directors to issue Shares and to make or grant Instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such Instruments, up to a number not exceeding 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), with a sub-limit of 10% for issues other than on a *pro rata* basis to shareholders. The sub-limit of 10% for issues other than on a *pro rata* basis is lower than the 20% sub-limit allowed under the Listing Manual of the SGX-ST, as the Directors do not envisage that a higher sub-limit will be required before the next annual general meeting. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of Resolution 7, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are issued and are outstanding or subsisting at the time that Resolution 7 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of Shares. The authority conferred by Resolution 7 will continue in force until the conclusion of the next annual general meeting of the Company is held or is required by law to be held, whichever is earlier, unless previously varied or revoked by the Company in a general meeting. The Company currently does not have any treasury shares or subsidiary holdings.

Resolution 8 – is to empower the Directors to exercise the power of the Company to purchase its Shares not exceeding in aggregate 10% of the issued Shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings), until the date of the next annual general meeting of the Company unless such authority is earlier varied or revoked by the shareholders of the Company at a general meeting, pursuant to and in accordance with the guidelines set out in the Letter to Shareholders in relation to the Proposed Renewal of the Share Purchase Mandate dated 23 September 2026 ("**Letter to Shareholders**").

Meeting Notes:

Format of Meeting

1. The 50th AGM will be held, in a wholly physical format, at Wallich Ballroom, Level 5, Sofitel Singapore City Centre, 9 Wallich Street, Singapore 078885 on Thursday, 22 October 2026 at 2.30 p.m.. Shareholders, including Central Provident Fund ("**CPF**") Investment Scheme ("**CPFIS**") and Supplementary Retirement Scheme ("**SRS**") investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the 50th AGM by attending the 50th AGM in person.

   Printed copies of this Notice and the accompanying Proxy Form, and the Request Form are sent by post to Shareholders. These documents will also be published on the Company's website at https://www.guocoland.com.sg/annualgm.shtml and the SGX-ST's website at https://www.sgx.com/securities/company-announcements.

Access to Documents

2. The Annual Report 2026 and the Letter to Shareholders are available on the Company's website as follows:

   (a) the Annual Report 2026 may be accessed at https://www.guocoland.com.sg/annualgm.shtml by clicking on the hyperlink for "Annual Report 2026"; and

   (b) the Letter to Shareholders may be accessed at https://www.guocoland.com.sg/annualgm.shtml by clicking on the hyperlink for "Letter to Shareholders in relation to the Proposed Renewal of the Share Purchase Mandate".

   The above documents may also be accessed on the SGX-ST's website at https://www.sgx.com/securities/company-announcements. Shareholders may request for printed copies of these documents by completing and submitting the Request Form sent to them by post.

Submission of Questions

3. Shareholders, including CPFIS and SRS investors, may submit substantial and relevant questions related to the Resolutions to be tabled for approval at the 50th AGM in advance:

   (a) by post to the registered office of the Company at 1 Wallich Street, #31-01 Guoco Tower, Singapore 078881; or

   (b) via email to the Company at contact@guocoland.com.

   When submitting questions by post or via email, shareholders should also provide the following details: (i) the shareholder's full name; (ii) the shareholder's address; and (iii) the manner in which the shareholder holds shares in the Company (e.g. via The Central Depository (Pte) Limited, CPFIS/SRS, and/or scrip), for verification purposes.

   All questions submitted in advance must reach the Company by 5.00 p.m. on 1 October 2026.

4. The Company will address all substantial and relevant questions, received from shareholders by the 1 October 2026 deadline, by publishing its responses to such questions on the Company's website at https://www.guocoland.com.sg/annualgm.shtml and the SGX-ST's website at https://www.sgx.com/securities/company-announcements at least 48 hours prior to the closing date and time for the lodgement/receipt of instruments appointing a proxy(ies).

   The Company will respond to questions or follow-up questions submitted after the 1 October 2026 deadline either within a reasonable timeframe before the 50th AGM, or at the 50th AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

5. Shareholders, including CPFIS/SRS investors, and (where applicable) duly appointed proxies and representatives can also ask substantial and relevant questions related to the Resolutions to be tabled for approval at the 50th AGM, at the 50th AGM itself.

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Appointment of Proxy(ies)

6. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the 50th AGM. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

   (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the 50th AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

   "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

7. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the 50th AGM as his/her/its proxy.

8. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

   (a) if submitted electronically, be submitted via email to the Company's Share Registrar at main@zicoholdings.com; or

   (b) if submitted personally or by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, 77 Robinson Road, #06-03 Robinson 77, Singapore 068896,

   in each case, must be lodged or received (as the case may be) by **2.30 p.m. on 19 October 2026**, being at least 72 hours before the time appointed for holding the 50th AGM.

9. CPFIS and SRS investors

   (a) may vote at the 50th AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or

   (b) may appoint the Chairman of the 50th AGM as proxy to vote on their behalf at the 50th AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 12 October 2026**.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 50th AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the 50th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 50th AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.